

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS**

JOSEPH L. DIEBOLD, JR., on behalf of the)
EXXONMOBIL SAVINGS PLAN, and PAUL J.) CIVIL ACTION NO. 09-Civ-1934
HUNDT, on behalf of the TEXAS)
INSTRUMENTS 401(K) SAVINGS PLAN, and) Hon. William J. Hibbler
all others similarly situated,)
)
Plaintiffs,)
)
v.)
)
NORTHERN TRUST INVESTMENTS, N.A.,)
and THE NORTHERN TRUST COMPANY,)
)
Defendants.)

PLAINTIFFS' MOTION FOR CLASS CERTIFICATION

Plaintiffs, Joseph L. Diebold, Jr., on behalf of the ExxonMobil Savings Plan, and Paul J. Hundt, on behalf of the Texas Instruments 401(k) Savings Plan, and all others similarly situated, move, pursuant to Federal Rule of Civil Procedure 23:

(1) to have the following class¹ (the "Class") certified pursuant to Rule 23(b)(3) of

the Federal Rules of Civil Procedure:

All qualified ERISA plans, through their respective participants, beneficiaries or named fiduciaries (other than Defendants), that invested or maintained investments, between January 1, 2007 and December 31, 2009, in the Northern Trust Global Investments Quantitative Management Collective Funds that engaged in securities lending, and for which Defendants re-invested the cash collateral in the "Collateral Pools", which are: (1) the Core USA Collateral Section or (2) the STIF/STEP Custom Collateral Fund, consisting of a combination of the Short Term Extendable Portfolio Fund and the Short Term Investment Fund.

(2) to appoint Plaintiffs Joseph L. Diebold, Jr. and Paul J. Hundt as representatives of the Class; and

¹In light of discovery obtained, Plaintiffs propose a slightly revised class definition here from the one proposed in the Amended Class Action Complaint ("Complaint"). Dkt. No. 25-1, ¶ 99.

(3) to appoint the law firms of Berger & Montague, P.C., Bailey & Glasser LLP, and Fishman Haygood Phelps Walmsley Willis and Swanson LLP as Class counsel.²

The supporting memorandum of law,³ declarations, and exhibits, show that each requirement of Fed. R. Civ. P. 23(a) is satisfied, the class can be maintained under Fed. R. Civ. P. 23(b)(3), and proposed class counsel should be appointed to represent the class pursuant Fed. R. Civ. P. 23(g). Accordingly, the proposed class should be certified.

DATED: February 27, 2012

/s/Elizabeth Hoskins Dow
Elizabeth Hoskins Dow, #6216262
BAILEY & GLASSER LLP
3601 McDonough Street
Joliet, IL 60431
Tel: (815)730-8213
Email: ldow@baileyglasser.com

Todd M. Schneider
SCHNEIDER WALLACE COTTRELL
BRAYTON KONECKY LLP
180 Montgomery Street, Suite 2000
San Francisco, CA 94104
Telephone: (415) 421-7100
Facsimile: (415) 421-7105

Brian A. Glasser
Michael L. Murphy
BAILEY & GLASSER LLP
209 Capitol Street
Charleston, WV 25301
Tel: (304) 345-6555
Fax: (304) 342-1110

Garrett W. Wotkyns
SCHNEIDER WALLACE COTTRELL
BRAYTON KONECKY LLP
7702 E. Doubletree Ranch Road, Suite 300
Scottsdale, Arizona 85258

Gregory Y. Porter
BAILEY & GLASSER LLP
601 Pennsylvania Ave., NW
Suite 900, South Bldg.
Washington, DC 20004

²The firm resumes from each of the proposed Class Counsel are attached to this Motion as Exhibits 1 to 3.

³According to this Court's standing rule on Memoranda of Law, all authority cited in the Memorandum of Law found only on electronic databases are attached to this Motion as Exhibit 4.

Todd S. Collins
Shanon J. Carson
Ellen T. Noteware
BERGER & MONTAGUE, P.C.
1622 Locust Street
Philadelphia, PA 19103
Telephone: (215) 875-3040
Facsimile: (215) 875-4604

Micah Dortch
COOPER & SCULLY, P.C.
900 Jackson St. #100
Dallas, TX 75202
Telephone: (214) 712-9500
Facsimile: (214) 712-9540

Mr. Harry Susman
SUSMAN GODFREY
1000 Louisiana, Suite 5100
Houston, TX 77002-5096
Telephone: (713) 653-7875
Facsimile: (713) 654-6686

Joseph C. Pfeiffer
FISHMAN HAYGOOD PHELPS
WALMSLEY WILLIS & SWANSON LLP
201 St. Charles Ave., Suite 4600
New Orleans, LA 70170
Telephone: (504) 586-5252
Facsimile: (504) 586-5250

Lynn L. Sarko
Derek W. Loeser
Laura R. Gerber
KELLER ROHRBACK L.L.P.
1201 Third Avenue, Suite 3200
Seattle, WA 98101-3052
Telephone: 206-623-1900
Facsimile: 206-623-3384

Attorneys for Plaintiffs